

LAWLER, METZGER & MILKMAN, LLC

ORIGINAL

2001 K STREET, NW
SUITE 802
WASHINGTON D C 20006

CHARLES W. LOGAN
PHONE (202) 777-7724

RECEIVED

PHONE (202) 777 7700
FACSIMILE (202) 777-7763

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

November 14, 2002
EX PARTE OR LATE FILED

BY HAND

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Ex Parte Notice

Re: Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70

Dear Ms. Dortch:

On November 13, I filed in the above-referenced proceeding a certification letter ("Certification Letter") from Edith E. Holiday, the operating trustee of the trusts (the "Trusts") that will be established pursuant to the Agreement and Declaration of Trust the Applicants have filed in this proceeding. On November 14, I spoke with Royce D. Sherlock of the Media Bureau by telephone and confirmed that Ms. Holiday has never been a director, officer, manager, agent or employee of the grantors of the Trusts or their affiliates. Ms. Holiday will further confirm this in a revised Certification Letter that will be submitted as soon as possible. I also told Ms. Sherlock that the term "business relationship" as it is used in the Certification Letter is defined in the same manner as it is defined in *In re Tender Offers and Proxy Contests*, Policy Statement, 59 Rad. Reg. 2d (P&F) 1536, ¶ 63 n.193 ("We construe the term 'business relationships' to include, *inter alia*, equity or debt holdings, employment relationships and positional interests held by the trustee, e.g., directorships.").

Pursuant to section 1.1206(b)(2) of the Commission's rules, transmitted herewith are an original and two copies of this letter. If you have any questions, please contact me.

Very truly yours,

Charles W. Logan

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WCL/clw

Marlene H. Dortch, Secretary
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cc:	James R. Bird	Lauren Kravetz Patrich
	Cynthia Bryand	Royce D. Sherlock
	William Dever	Jeff Tobias
	Erin Dozier	Simon Wilkie
	W. Kenneth Ferree	Qualex International
	Roger D. Holberg	